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Attorneys for Defendants

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
ERNEST GOTTDIENER, Derivatively and on	:
Behalf on Nominal Defendant TARRAGON	:
CORPORATION,	:
	:
Plaintiff,	:
	:
v.	:
	:
WILLIAM S. FRIEDMAN, ROBERT P.	:
ROTHENBERG, WILLIE K. DAVIS, LANCE	:
LIEBMAN, LAWRENCE G. SCHAFRAN, V.J.	:
SHRAG, CARL B. WEISBROD, RICHARD S.	:
FRARY, MARTHA E. STARK, ROBERT C.	:
ROHDIE, and ERIN DAVIS PICKENS,	:
	:
Defendants,	:
	:
and	:
	:
TARRAGON CORPORATION,	:
	:
Nominal Defendant.	:
-----X	

Civil Action No.  
07 Civ. 9436 (PKC)

**NOTICE OF MOTION  
TO DISMISS AMENDED  
DERIVATIVE COMPLAINT**

Oral Argument Requested

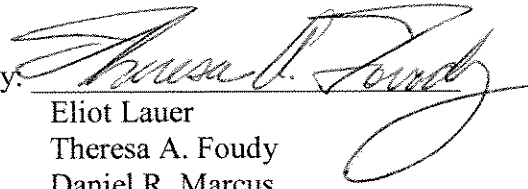
PLEASE TAKE NOTICE that, upon the annexed Declaration of Theresa A. Foudy, dated March 7, 2008, the exhibits thereto, the accompanying Memorandum of Law, and all prior pleadings and proceedings herein, Defendants William S. Friedman, Robert P.

Rothenberg, Willie K. Davis, Lance Liebman, Lawrence G. Schafran, V.J. Schrag, Carl B. Weisbrod, Richard S. Frary, Martha E. Stark, Robert C. Rohdie, and Erin Davis Pickens, and nominal defendant Tarragon Corporation, will move this Court at United States Courthouse, 500 Pearl Street, New York, New York 10007, on a date to be set by the Court, for an order, pursuant to Fed. R. Civ. P. 12(b)(6) and Fed. R. Civ. P. 23.1, dismissing the Amended Shareholder Derivative Complaint of Plaintiff Ernest Gottdiener, derivatively and on behalf of Nominal Defendant Tarragon Corporation, for failure to state a claim and/or failure to plead demand futility with particularity, and granting any other fair and equitable relief as may be appropriate, including costs and attorney's fees.

Dated: New York, New York  
March 7, 2008

Respectfully submitted,

CURTIS, MALLET-PREVOST,  
COLT & MOSLE, LLP

By:   
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